

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

No. 2:16-cv-02279-RFB-EJY

In Re Spectrum Pharmaceuticals, Inc. Securities
Litigation

This Document Relates To: All Actions

ORDER AND FINAL JUDGMENT

1 On the 22nd day of July 2020 a hearing having been held before this Court to determine: (1)
2 whether the terms and conditions of the Stipulation and Agreement of Settlement executed November
3 8, 2019 (the “Settlement Stipulation”) are fair, reasonable and adequate for the settlement of all claims
4 asserted by the Settlement Class against Defendants (as defined in the Settlement Stipulation),
5 including the release of the Released Claims against the Released Parties, and should be approved;
6 (2) whether judgment should be entered dismissing the Action with prejudice; (3) whether to approve
7 the proposed Plan of Allocation as a fair and reasonable method to allocate the Net Settlement Fund
8 among Settlement Class Members; (4) whether and in what amount to award Lead Counsel as fees
9 and reimbursement of expenses; and (5) whether and in what amount to award Lead Plaintiff as
10 incentive fees; and

11 The Court having considered all matters submitted to it at the hearing and otherwise; and

12 It appearing in the record that the Notice substantially in the form approved by the Court in
13 the Court’s Order Granting Lead Plaintiff’s Motion for Preliminary Approval of Class Action
14 Settlement, dated February 19, 2020 (“Preliminary Approval Order”) was mailed to all reasonably
15 identifiable Settlement Class Members and posted to the website of the Claims Administrator, both
16 in accordance with the Preliminary Approval Order and the specifications of the Court; and

17 It appearing in the record that the Summary Notice substantially in the form approved by the
18 Court in the Preliminary Approval Order was published in accordance with the Preliminary Approval
19 Order and the specifications of the Court;

1 **NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED**
2 **THAT:**

3 1. This Order and Final Judgment incorporates by reference the definitions in the
4 Settlement Stipulation, and all capitalized terms used herein shall have the same meanings as set forth
5 therein.

6 2. The Court has jurisdiction over the subject matter of the Action, Lead Plaintiff, all
7 Settlement Class Members, and Defendants

8 3. The Court finds that, for settlement purposes only, the prerequisites for a class action
9 under Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that:

10 (a) the number of Settlement Class Members is so numerous that joinder of all
11 members thereof is impracticable;

12 (b) there are questions of law and fact common to the Settlement Class;

13 (c) the claims of the Lead Plaintiffs are typical of the claims of the Settlement Class
14 they seek to represent;

15 (d) Lead Plaintiffs and Lead Counsel fairly and adequately represent the interests of
16 the Settlement Class;

17 (e) questions of law and fact common to the members of the Settlement Class
18 predominate over any questions affecting only individual members of the Settlement Class;
19 and

20 (f) a class action is superior to other available methods for the fair and efficient
21 adjudication of this Action, considering:

22 i. the interests of the Settlement Class Members in individually controlling the
23 prosecution of the separate actions;

24 ii. the extent and nature of any litigation concerning the controversy already
25 commenced by Settlement Class Members;

26 iii. the desirability or undesirability of concentrating the litigation of these claims
27 in this particular forum; and

28 iv. the difficulties likely to be encountered in the management of the class action.

1 The Settlement Class is being certified for settlement purposes only.

2 4. The Court hereby finally certifies this action as a class action for purposes of the
3 Settlement, pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure, on behalf of all
4 Persons (including, without limitation, their beneficiaries) all persons and entities, other than
5 Defendants and their affiliates, who purchased or acquired publicly traded Spectrum common stock
6 (including through the exercise of warrants or options) and/or call options, and/or sold publicly traded
7 Spectrum put options, from January 31, 2013 through September 16, 2016, both dates inclusive.
8 Excluded from the Class are Defendants and their immediate families, the officers and directors of
9 Spectrum at all relevant times, their legal representatives, heirs, successors or assigns, and any entity
10 in which Defendants have or had a controlling interest. Also excluded from the Settlement Class are
11 those persons who file valid and timely requests for exclusion in accordance with the Preliminary
12 Approval Order.

13 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, for the purposes of this
14 Settlement only, Lead Plaintiffs are certified as the class representatives on behalf of the Settlement
15 Class (“Class Representatives”) and Lead Counsel previously selected by Lead Plaintiffs and
16 appointed by the Court is hereby appointed as Class Counsel for the Settlement Class (“Class
17 Counsel”).

18 6. In accordance with the Court’s Preliminary Approval Order, the Court hereby finds
19 that the forms and methods of notifying the Settlement Class of the Settlement and its terms and
20 conditions met the requirements of due process, Rule 23 of the Federal Rules of Civil Procedure, and
21 Section 21D(a)(7) of the Exchange Act, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities
22 Litigation Reform Act of 1995; constituted the best notice practicable under the circumstances; and
23 constituted due and sufficient notice of these proceedings and the matters set forth herein, including
24 the Settlement and Plan of Allocation, to all persons and entities entitled to such notice. No Settlement
25 Class Member is relieved from the terms and conditions of the Settlement, including the releases
26 provided for in the Settlement Stipulation, based upon the contention or proof that such Settlement
27 Class Member failed to receive actual or adequate notice. A full opportunity has been offered to the
28 Settlement Class Members to object to the proposed Settlement and to participate in the hearing

1 thereon. The Court further finds that the notice provisions of the Class Action Fairness Act, 28 U.S.C.
2 § 1715, were fully discharged. Thus, it is hereby determined that all Settlement Class Members are
3 bound by this Order and Final Judgment except those persons listed on Exhibit A to this Order and
4 Final Judgment.

5 7. The Settlement is approved as fair, reasonable and adequate under Rule 23 of the
6 Federal Rules of Civil Procedure, and in the best interests of the Settlement Class. This Court further
7 finds that the Settlement set forth in the Settlement Stipulation is the result of good faith, arm's-length
8 negotiations between experienced counsel representing the interests of Class Representatives,
9 Settlement Class Members and Defendants. The Settling Parties are directed to consummate the
10 Settlement in accordance with the terms and provisions of the Settlement Stipulation.

11 8. The Action and all claims contained therein, as well as all of the Released Claims, are
12 dismissed with prejudice as against Defendants and the Released Parties. The Settling Parties are to
13 bear their own costs, except as otherwise provided in the Settlement Stipulation.

14 9. The Releasing Parties, on behalf of themselves, their successors and assigns, and any
15 other Person claiming (now or in the future) through or on behalf of them, regardless of whether any
16 such Releasing Party ever seeks or obtains by any means, including without limitation by submitting
17 a Proof of Claim and Release Form, any disbursement from the Settlement Fund, shall be deemed to
18 have, and by operation of this Order and Final Judgment shall have, fully, finally, and forever
19 released, relinquished, and discharged all Released Claims against the Released Parties. The
20 Releasing Parties shall be deemed to have, and by operation of this Order and Final Judgment shall
21 have, covenanted not to sue the Released Parties with respect to any and all Released Claims in any
22 forum and in any capacity. The Releasing Parties shall be and hereby are permanently barred and
23 enjoined from asserting, commencing, prosecuting, instituting, assisting, instigating, or in any way
24 participating in the commencement or prosecution of any action or other proceeding, in any forum,
25 asserting any Released Claim, in any capacity, against any of the Released Parties. Nothing contained
26 herein shall, however, bar the Releasing Parties from bringing any action or claim to enforce the terms
27 of the Settlement Stipulation or this Order and Final Judgment.

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1 10. To the fullest extent permitted by law, all Persons shall be permanently enjoined,
2 barred and restrained from bringing, commencing, prosecuting or asserting any claims, actions, or
3 causes of action for contribution, indemnity or otherwise against any of the Released Parties seeking
4 as damages or otherwise the recovery of all or any part of any liability, judgment or settlement which
5 they pay or are obligated to pay or agree to pay to the Settlement Class or any Settlement Class
6 Member arising out of, relating to or concerning such Persons' participation in any acts, facts,
7 statements or omissions that were or could have been alleged in the Action, whether arising under
8 state, federal or foreign law as claims, cross-claims, counterclaims, third-party claims or otherwise,
9 in the Court or any other federal, state, or foreign court, or in any arbitration proceeding,
10 administrative agency proceeding, tribunal, or any other proceeding or forum. Further, nothing in the
11 Settlement Stipulation or this Order and Final Judgment shall apply to bar or otherwise affect any
12 claim for insurance coverage by any Defendant.

13 11. The Court hereby finds that the proposed Plan of Allocation is a fair and reasonable
14 method to allocate the Net Settlement Fund among Settlement Class Members, and Class Counsel
15 and the Claims Administrator are directed to administer the Plan of Allocation in accordance with its
16 terms and the terms of the Settlement Stipulation.

17 12. The Court finds that the Settling Parties and their counsel have complied with all
18 requirements of Rule 11 of the Federal Rules of Civil Procedure and the Private Securities Litigation
19 Reform Act of 1995 as to all proceedings herein.

20 13. Neither this Order and Final Judgment, the Settlement Stipulation (nor the Settlement
21 contained therein), nor any of its terms and provisions, nor any of the negotiations, documents or
22 proceedings connected with them:

23 (a) is or may be deemed to be, or may be used as an admission, concession, or
24 evidence of, the validity or invalidity of any Released Claims, the truth or falsity of any fact
25 alleged by Class Representative, the sufficiency or deficiency of any defense that has been or
26 could have been asserted in the Action, or of any wrongdoing, liability, negligence or fault of
27 Defendants, the Released Parties, or each or any of them;
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1 (b) is or may be deemed to be or may be used as an admission of, or evidence of,
2 any fault or misrepresentation or omission with respect to any statement or written document
3 attributed to, approved or made by Defendants or Released Parties in any civil, criminal or
4 administrative proceeding in any court, administrative agency or other tribunal;

5 (c) is or may be deemed to be or shall be used, offered or received against the
6 Settling Parties, Defendants or the Released Parties, or each or any of them, as an admission,
7 concession or evidence of the validity or invalidity of the Released Claims, the infirmity or
8 strength of any claim raised in the Action, the truth or falsity of any fact alleged by the Class
9 Representative or the Settlement Class, or the availability or lack of availability of meritorious
10 defenses to the claims raised in the Action;

11 (d) is or may be deemed to be or shall be construed as or received in evidence as
12 an admission or concession against Defendants, or the Released Parties, or each or any of
13 them, that any of Class Representative's or Settlement Class Members' claims are with or
14 without merit, that a litigation class should or should not be certified, that damages recoverable
15 in the Action would have been greater or less than the Settlement Fund or that the
16 consideration to be given pursuant to the Settlement Stipulation represents an amount equal
17 to, less than or greater than the amount which could have or would have been recovered after
18 trial.

19 14. The Released Parties may file the Settlement Stipulation and/or this Order and Final
20 Judgment in any other action that may be brought against them in order to support a defense or
21 counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit, release,
22 good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue
23 preclusion or similar defense or counterclaim. The Settling Parties may file the Settlement Stipulation
24 and/or this Order and Final Judgment in any proceedings that may be necessary to consummate or
25 enforce the Settlement Stipulation, the Settlement, or this Order and Final Judgment.

26 15. Except as otherwise provided herein or in the Settlement Stipulation, all funds held by
27 the Escrow Agent shall be deemed to be in *custodia legis* and shall remain subject to the jurisdiction
28

1 of the Court until such time as the funds are distributed or returned pursuant to the Settlement
2 Stipulation and/or further order of the Court.

3 16. Without affecting the finality of this Order and Judgment in any way, this Court hereby
4 retains continuing exclusive jurisdiction over the Settling Parties and the Settlement Class Members
5 for all matters relating to the Action, including the administration, interpretation, effectuation or
6 enforcement of the Settlement Stipulation and this Order and Final Judgment, and including any
7 application for fees and expenses incurred in connection with administering and distributing the
8 Settlement proceeds to the Settlement Class Members.

9 17. Without further order of the Court, Defendants and Class Representatives may agree
10 to reasonable extensions of time to carry out any of the provisions of the Settlement Stipulation

11 18. There is no just reason for delay in the entry of this Order and Final Judgment and
12 immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal
13 Rules of Civil Procedure.

14 19. The finality of this Order and Final Judgment shall not be affected, in any manner, by
15 rulings that the Court may make on Class Counsels' application for an award of attorneys' fees and
16 expenses or an award to Class Representatives.

17 20. In the event the Settlement is not consummated in accordance with the terms of the
18 Settlement Stipulation, then the Settlement Stipulation and this Order and Final Judgment (including
19 any amendment(s) thereof, and except as expressly provided in the Settlement Stipulation or by order
20 of the Court) shall be null and void, of no further force or effect, and without prejudice to any Settling
21 Party, and may not be introduced as evidence or used in any action or proceeding by any Person
22 against the Settling Parties or the Released Parties, and each Settling Party shall be restored to his,
23 her or its respective litigation positions as they existed prior to July 23 2019, pursuant to the terms of
24 the Settlement Stipulation.

25
26 Dated: August 12, 2020



HON. RICHARD F. BOULWARE
UNITED STATES DISTRICT JUDGE